

CALIFORNIA SECRETARY OF STATE CONVERSION INFORMATION

A California stock corporation (Domestic Corp) can convert into a domestic other business entity; a domestic limited liability company (LLC), limited partnership (LP) or general partnership (GP) can convert into a domestic or foreign other business entity; and a foreign business entity can convert into a Domestic Corp, LLC, LP or registered GP if the conversion is permitted under the laws of the jurisdiction of the foreign business entity. (California Corporations Code commencing with Sections [1150](#), [15677.1](#), [16901](#) and [17540.1](#).) Note: A Domestic Corp cannot convert to a foreign entity.

The following table identifies the correct document or form to be used and the fee required based on the specific type of conversion:

Document/Form	Converting Entity	Converted Entity	Filing Fee
Articles of Incorporation containing a statement of conversion. Article samples are available for the following conversions: <ul style="list-style-type: none"> • Converting from a Domestic LLC • Converting from a Domestic LP • Converting from a Domestic GP • Converting from a Foreign Entity 	Domestic LLC, LP or GP; or Foreign Corp, LLC, LP, GP or Other Business Entity	Domestic Corp	\$150
Limited Liability Company Articles of Organization – Conversion <ul style="list-style-type: none"> • Form LLC-1A 	Domestic Corp, LP, GP; or Foreign Corp, LLC, LP, GP or Other Business Entity	Domestic LLC	\$150 if Domestic Corp involved; \$70 for all others
Certificate of Limited Partnership - Conversion <ul style="list-style-type: none"> • Form LP-1A 	Domestic Corp, LLC, GP; or Foreign Corp, LLC, LP, GP or Other Business Entity	Domestic LP	\$150 if Domestic Corp involved; \$70 for all others
General Partnership Statement of Partnership Authority - Conversion <ul style="list-style-type: none"> • Form GP-1A 	Domestic Corp, LLC, LP; or Foreign Corp, LLC, LP or Other Business Entity	Registered GP	\$150 if Domestic Corp involved; \$70 for all others
Certificate of Conversion <ul style="list-style-type: none"> • Form CONV-1A 	Domestic Corp, LLC, LP; or Foreign Corp, LLC, LP or Other Business Entity	Non-registered GP	\$150 if Domestic Corp involved; \$30 for all others
	Domestic LLC, LP, or Registered Domestic GP	Foreign Entity	\$30

The following table clarifies the signature requirements for specific types of conversion filings:

Converting Entity	Signatories
Domestic Corp	Executed and acknowledged by the chairman of the board, the president or any vice president AND the secretary, the chief financial officer, the treasurer or any assistant secretary or assistant treasurer. (California Corporations Code § 1155(b) .)
Domestic LLC	Executed and acknowledged by all the managers, unless a lesser number is provided in the articles of organization or the operating agreement. (California Corporations Code § 17540.6(b) .)
Domestic LP	Executed and acknowledged by all general partners, unless a lesser number is provided in the certificate of limited partnership. (California Corporations Code § 15677.6(b) .)
Domestic GP	Executed by at least two partners. (California Corporations Code § 16105(c) .)
Foreign Entities	According to the laws of the foreign jurisdiction.



Secretary of State
Business Programs Division

1500 11th Street, 3rd Floor
Sacramento, CA 95814

Business Entities
(916) 657-5448

EXPANSION OF PRECLEARANCE AND EXPEDITED FILING SERVICES (Effective Monday, October 2, 2006)

We are pleased to announce that our preclearance and expedited filing services have been expanded to include all business entity documents filed with the Secretary of State pursuant to the California Corporations Code, the California Financial Code or the California Insurance Code. These services, previously offered only for specified corporate documents, are now available for all corporate, limited liability company and limited partnership documents, including interspecies mergers and conversions, and for all other documents filed by other entity types. In addition, the number of copies required to be submitted for the preclearance service has been reduced from two to one.

Preclearance service provides a customer with the opportunity to submit a business entity document in person to the Secretary of State's Sacramento office prior to filing to determine if the document conforms to law and to receive a preclearance response within a guaranteed time frame.

Expedited filing service provides a customer with the opportunity to submit for filing a business entity document in person to the Secretary of State's Sacramento office and to receive a filing response within a guaranteed time frame.

Please refer to the Secretary of State's website at <http://www.ss.ca.gov/business/precexp.htm> for detailed information regarding the preclearance and expedited filing services.

Authority cited: Title 2, California Code of Regulations, sections 21904 and 21905; and Government Code section 12182.

INSTRUCTIONS FOR COMPLETING FORM CONV-1A

For easier completion, this form is available on the Secretary of State's website at <http://www.ss.ca.gov/business> and can be viewed, filled in and printed from your computer. The completed form along with the applicable fees can be mailed to Secretary of State, Document Filing Support Unit, 1500 11th Street, 3rd Floor, Sacramento, CA 95814 or delivered in person to the Sacramento office. If you are not completing this form online, please type or legibly print in black or blue ink.

Statutory provisions for conversion purposes are found in the California Corporations Code commencing with sections [1150](#), [15677.1](#), [16901](#) and [17540.1](#). All statutory references are to the California Corporations Code, unless otherwise stated.

This form may be used for the following conversions:

- A domestic limited liability company, domestic limited partnership or domestic general partnership converting into a foreign other business entity; or
- A domestic stock corporation, domestic limited liability company, domestic limited partnership or foreign other business entity converting into a domestic general partnership that does not desire to register in California. If the domestic general partnership wants to register as part of the conversion use [FORM GP-1A](#).

The conversion of a domestic corporation, domestic limited liability company, domestic limited partnership, or domestic general partnership may be effected ONLY if: 1) the state laws of the converting entity and converted entity expressly permit the formation of that converted entity pursuant to a conversion; and 2) the conversion complies with any and all other applicable domestic and foreign laws.

There are no statutory provisions in California allowing a domestic corporation to convert into a foreign corporation or a foreign other business entity.

The term "other business entity" is defined in sections [1150](#), [15611](#), [16901](#) and [17001](#).

FEES: If a domestic corporation is the converting entity, the filing fee is \$150.00. For all other conversions, the filing fee is \$30.00. A \$15.00 special handling fee is applicable for processing documents delivered in person to the Sacramento office. The \$15.00 special handling fee must be remitted by separate check for each submittal and will be retained whether the documents are filed or rejected. The special handling fee does not apply to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

Complete the Certificate of Conversion (Form CONV-1A) as follows:

- Item 1.** Enter the exact name of the converted entity.
- Item 2.** Enter the form of the converted entity (i.e., limited liability company, limited partnership, corporation, etc.)
- Item 3.** Enter the jurisdiction of the converted entity.
- Item 4.** If the converting entity is a domestic limited partnership, enter the mailing address, including zip code, of the chief executive office of the converted entity. Please do not abbreviate the name of the city.
- Item 5.** If the converting entity is a registered domestic general partnership, enter the street address, including the zip code, of the chief executive office of the converted entity, if any. Please do not enter a P.O Box or abbreviate the name of the city.
- Item 6.** If the converting entity is a registered domestic general partnership, enter the street address of the California office of the converted entity, if any. Please do not enter a P.O Box or abbreviate the name of the city.
- Item 7.** If the converting entity is a domestic limited partnership, enter the complete mailing address, including zip code, of the agent for service of process of the converted entity. Please do not abbreviate the name of the city.
- Item 8.** Enter the exact name of the converting entity.
- Item 9.** Enter the form of the converting entity (i.e. corporation, limited liability company, limited partnership, etc.)
- Item 10.** Enter the jurisdiction (state or country) in which the converting entity was formed or organized.
- Item 11.** Enter the file number issued to the converting entity by the California Secretary of State, if any.
- Item 12.** This statement is required by statute and must not be altered. If a vote was required pursuant to applicable law, specify the class and the number of outstanding interests of each class entitled to vote on the conversion and the percentage vote required for each class. Attach additional pages, if necessary.
- Item 13.** Attach any other information required by the laws of the state of the converting entity, if any. The attached pages are incorporated by reference. All attachments should be 8 ½" x 11", one-sided and legible.
- Item 14.** This certificate shall be executed as required by the applicable statutes. If the converting entity is: a domestic corporation, see section [1155\(b\)](#); a domestic limited liability company, see section [17540.6\(b\)](#); a domestic limited partnership, see section [15677.6\(b\)](#); a domestic general partnership, see section [16105\(c\)](#); or a foreign other business entity, see the laws of the foreign jurisdiction.



State of California
Secretary of State

File # _____

CERTIFICATE OF CONVERSION

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF CONVERTED ENTITY			
2. FORM OF ENTITY		3. JURISDICTION	
4. MAILING ADDRESS OF CHIEF EXECUTIVE OFFICE		CITY AND STATE	ZIP CODE
5. STREET ADDRESS OF CHIEF EXECUTIVE OFFICE		CITY AND STATE	ZIP CODE
6. STREET ADDRESS OF THE CALIFORNIA OFFICE, IF ANY		CITY	STATE CA ZIP CODE
7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS		CITY AND STATE	ZIP CODE

CONVERTING ENTITY INFORMATION

8. NAME OF CONVERTING ENTITY		
9. FORM OF ENTITY	10. JURISDICTION	11. CA SECRETARY OF STATE FILE NUMBER, IF ANY
12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING <u>FOR EACH CLASS</u> : STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS		

ADDITIONAL INFORMATION

13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON _____ DATE _____ TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON _____

SIGNATURE OF AUTHORIZED PERSON _____ DATE _____ TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON _____